

Fill in this information to identify the case:

United States Bankruptcy Court for the:

Western District of Wisconsin
(State)

Case number (if known): Chapter 11

☐ Check if this is an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

12/15

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's name Capitol Lakes, Inc.

2. All other names debtor used in the last 8 years Meriter Retirement Services, Inc.
Include any assumed names, trade names, and doing business as names

3. Debtor's federal Employer Identification Number (EIN) 2320

4. Debtor's address

| Principal place of business | | Mailing address, if different from principal place of business |
|-----------------------------|----------------|---|
| 333 | W. Main Street | |
| Number | Street | Number Street |
| | | P.O. Box |
| Madison | WI 53703 | |
| City | State ZIP Code | City State ZIP Code |
| Dane County | | Location of principal assets, if different from principal place of business |
| County | | |
| | | Number Street |
| | | |
| | | City State ZIP Code |

5. Debtor's website (URL) <http://www.retirement.org/madison>

6. Type of debtor
☒ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))
☐ Partnership (excluding LLP)
☐ Other. Specify:

Debtor Capitol Lakes, Inc.
Name

Case number (if known) _____

7. Describe debtor's business

A. Check one:

- ☐ Health Care Business (as defined in 11 U.S.C. § 101(27A))
☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
☐ Railroad (as defined in 11 U.S.C. § 101(44))
☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))
☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))
☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))
☒ None of the above

B. Check all that apply:

- ☒ Tax-exempt entity (as described in 26 U.S.C. § 501)
☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)
☐ Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.

6 2 3 3

8. Under which chapter of the Bankruptcy Code is the debtor filing?

Check one:

- ☐ Chapter 7
☐ Chapter 9

☒ Chapter 11. Check all that apply:

- ☐ Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,490,925 (amount subject to adjustment on 4/01/16 and every 3 years after that).
☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). If the debtor is a small business debtor, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if all of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
☐ A plan is being filed with this petition.
☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
☐ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

☐ Chapter 12

9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?

If more than 2 cases, attach a separate list.

☒ No

☐ Yes. District _____ When _____ Case number _____
MM / DD / YYYY
District _____ When _____ Case number _____
MM / DD / YYYY

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?

List all cases. If more than 1, attach a separate list.

☒ No

☐ Yes. Debtor _____ Relationship _____
District _____ When _____
MM / DD / YYYY
Case number, if known _____

Debtor **Capitol Lakes, Inc.**
Name

Case number (if known)

11. Why is the case filed in this district?

Check all that apply:

☒ Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.

☐ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?

☒ No

☐ Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.

Why does the property need immediate attention? (Check all that apply.)

☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.

What is the hazard? _____

☐ It needs to be physically secured or protected from the weather.

☐ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).

☐ Other _____

Where is the property?

Number

Street

City

State

ZIP Code

Is the property insured?

☐ No

☐ Yes. Insurance agency _____

Contact name _____

Phone _____

Statistical and administrative information

13. Debtor's estimation of available funds

Check one:

☒ Funds will be available for distribution to unsecured creditors.

☐ After any administrative expenses are paid, no funds will be available for distribution to unsecured creditors.

14. Estimated number of creditors

☐ 1-49

☐ 50-99

☒ 100-199

☐ 200-999

☐ 1,000-5,000

☐ 5,001-10,000

☐ 10,001-25,000

☐ 25,001-50,000

☐ 50,001-100,000

☐ More than 100,000

15. Estimated assets

☐ \$0-\$50,000

☐ \$50,001-\$100,000

☐ \$100,001-\$500,000

☐ \$500,001-\$1 million

☐ \$1,000,001-\$10 million

☐ \$10,000,001-\$50 million

☒ \$50,000,001-\$100 million

☐ \$100,000,001-\$500 million

☐ \$500,000,001-\$1 billion

☐ \$1,000,000,001-\$10 billion

☐ \$10,000,000,001-\$50 billion

☐ More than \$50 billion

| | | | |
|---------------------------|--|---|--|
| Debtor | <u>Capitol Lakes, Inc.</u> | Case number (if known) | _____ |
| Name | | | |
| 16. Estimated liabilities | <input type="checkbox"/> \$0-\$50,000 | <input type="checkbox"/> \$1,000,001-\$10 million | <input type="checkbox"/> \$500,000,001-\$1 billion |
| | <input type="checkbox"/> \$50,001-\$100,000 | <input type="checkbox"/> \$10,000,001-\$50 million | <input type="checkbox"/> \$1,000,000,001-\$10 billion |
| | <input type="checkbox"/> \$100,001-\$500,000 | <input type="checkbox"/> \$50,000,001-\$100 million | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| | <input type="checkbox"/> \$500,001-\$1 million | <input checked="" type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion |

Request for Relief, Declaration, and Signatures

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

17. Declaration and signature of authorized representative of debtor

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 01/20/2016
MM / DD / YYYY

x 
Signature of authorized representative of debtor

Tim Conroy

Printed name

Title Executive Director

18. Signature of attorney

x /s/ Thomas R. Califano

Signature of attorney for debtor

Date 01/20/2016

MM / DD / YYYY

Thomas R. Califano

Printed name

DLA Piper LLP (US)

Firm name

1251 Avenue of the Americas, 27th Floor

Number Street

New York

City

NY

State

10020

ZIP Code

212.335.4990

Contact phone

thomas.califano@dlapiper.com

Email address

2286144

Bar number

NY

State

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE WESTERN DISTRICT OF WISCONSIN**

| | | |
|-----------------------------------|---|--------------|
| In re: | § | Chapter 11 |
| | § | |
| CAPITOL LAKES, INC., ¹ | § | Case No. 16- |
| | § | |
| Debtor. | § | Hon. |

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

Capitol Lakes, Inc. (the “Debtor”) filed a voluntary petition in this Court on the date hereof (the “Petition Date”) for relief under chapter 11 of the United States Bankruptcy Code, 11 U.S.C. §§ 101-1532. The following is a list of the Debtor’s twenty largest unsecured creditors (the “Top 20 List”) based on the Debtor’s books and records as of the Petition Date. The Top 20 List was prepared in accordance with Rule 1007(d) of the Federal Rules of Bankruptcy Procedure for filing in the Debtor’s chapter 11 case. The Top 20 List does not include: (1) persons who come within the definition of an “insider” set forth in 11 U.S.C. § 101(31) or (2) secured creditors, unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the twenty largest unsecured claims against the Debtor. The information presented in the Top 20 List shall not constitute an admission by, nor is it binding on, the Debtor. The failure of the Debtor to list a claim as contingent, unliquidated or disputed does not constitute a waiver of the Debtor’s right to contest the validity, priority, and/or amount of any such claim.

| (1) | (2) | (3) | (4) | (5) |
|--|--|---|--|---|
| <i>Name of creditor and complete mailing address including zip code</i> | <i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i> | <i>Nature of claim (trade debt, bank loan, government contract, etc.)</i> | <i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i> | <i>Amount of claim [if secured, also state value of security]</i> |
| 1. Pacific Retirement Services, Inc. 1 W Main, Suite 303 Medford, OR 97501 | Sheri Loya 1 W Main, Suite 303 Medford, OR 97501 (541) 857-7644 | Management Fees | | \$3,153,607.00 |
| 2. McGann Construction, Inc. 3622 Lexington Ave Madison, WI 53714 | Aaron Kostichka 3622 Lexington Ave Madison, WI 53714 (608) 356-8711 | Trade | | \$186,609.10 |

¹ The debtor in this chapter 11 case, along with the last four (4) digits of its taxpayer identification number, is: Capitol Lakes, Inc. (2320). The mailing address of the debtor, solely for purposes of notices and communications, is: 333 West Main Street, Madison, Wisconsin 53703.

| (1) <i>Name of creditor and complete mailing address including zip code</i> | (2) <i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i> | (3) <i>Nature of claim (trade debt, bank loan, government contract, etc.)</i> | (4) <i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i> | (5) <i>Amount of claim [if secured, also state value of security]</i> |
|---|---|--|---|--|
| 3. RBC Capital Markets 130 N 18 th Street Philadelphia, PA 19103 | David Fields 130 N 18 th Street Philadelphia, PA 19103 (215) 832-1504 | Professional Fees | | \$114,615.75 |
| 4. Sysco Foods of Baraboo LLC P.O. Box 90 Baraboo, WI 53913-9987 | Deborah Mora P.O. Box 90 Baraboo, WI 53913-9987 (608) 356-8711 | Trade | | \$81,246.30 |
| 5. Ballard Spahr LLP 1735 Market St. 51 st Floor Philadelphia, PA 19103 | Vincent J. Marriott, III 1735 Market St. 51 st Floor Philadelphia, PA 19103 | Professional Fees | | \$54,368.53 |
| 6. Mallatt Homecare Pharmacy Attn: Mary Olsen 3250 Kingsley Way Madison, WI 53713 | Mike Flint 3250 Kingsley Way Madison, WI 53713 (608) 310-9922 | Trade | | \$46,426.28 |
| 7. Schindler Elevator Corp. P.O. Box 93050 Chicago, IL 60673-3050 | Julie Fox P.O. Box 93050 Chicago, IL 60673-3050 (800) 225-3123 | Trade | | \$36,971.83 |
| 8. City of Madison Treasurer P.O. Box 2999 Madison, WI 53701-2999 | Dave Gawenda P.O. Box 2999 Madison, WI 53701-2999 (608) 266-4771 | Trade | | \$26,436.42 |
| 9. Cintas Corporation 97627 Eagle Way Chicago, IL 60678-7627 | Diane Coleman 97627 Eagle Way Chicago, IL 60678-7627 (800) 864-3676 | Trade | | \$24,801.30 |

| (1) <i>Name of creditor and complete mailing address including zip code</i> | (2) <i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i> | (3) <i>Nature of claim (trade debt, bank loan, government contract, etc.)</i> | (4) <i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i> | (5) <i>Amount of claim [if secured, also state value of security]</i> |
|--|---|--|---|--|
| 10. Dierks/Waukesha Wholesale Foods P.O. Box 0469 Waukesha, WI 53187-046 | Janice Eppers P.O. Box 0469 Waukesha, WI 53187-046 (262) 542-8841 | Trade | | \$23,653.77 |
| 11. WI Department of Health & Family Box #093594 Milwaukee, WI 53293-0594 | Sec. Kitty Rhodes WI Department of Health & Family Box #093594 Milwaukee, WI 53293-0594 (608) 266-1865 | Trade | | \$14,450.00 |
| 12. Creative Solutions 4, LLC 2310 Daniels Street, Suite A Madison, WI 53718 | Lee Esser 2310 Daniels Street Suite A Madison, WI 53718 (608) 221-5500 | Trade | | \$14,019.39 |
| 13. Piper Jaffray 800 Nicollet Mall, Suite 800 Minneapolis, MN 55402 | Stephen Nguyen 800 Nicollet Mall Suite 800 Minneapolis, MN 55402 (612) 303-6896 | Professional Fees | | \$9,454.07 |
| 14. Empire Fish Company P.O. Box 288 Windsor, WI 53598 | M. Anderson P.O. Box 288 Windsor, WI 53598 (414) 259-1120 | Trade | | \$8,762.61 |
| 15. General Beverage Sales Corp. P.O. Box 44326 Madison, WI 53744-4326 | Mike Stout P.O. Box 44326 Madison, WI 53744-4326 (608) 271-1234 | Trade | | \$7,936.85 |
| 16. Charter Communications P.O. Box 3019 Milwaukee, WI 53201-3019 | Yvonne Nordmann P.O. Box 3019 Milwaukee, WI 53201-3019 (888) 438-2427 | Trade | | \$7,438.17 |

| (1) <i>Name of creditor and complete mailing address including zip code</i> | (2) <i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i> | (3) <i>Nature of claim (trade debt, bank loan, government contract, etc.)</i> | (4) <i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i> | (5) <i>Amount of claim [if secured, also state value of security]</i> |
|--|---|--|---|--|
| 17. UW Medical Foundation Finance Department P.O. Box 620993 Middleton, WI 53562 | Special Billing Dept. P.O. Box 620993 Middleton, WI 53562 (608) 829-5344 | Trade | | \$7,324.43 |
| 18. Medline Industries, Inc. Dept. CH 14400 Palatine, IL 60055-4400 | TJ Hayes Dept. CH 14400 Palatine, IL 60055-4400 (800) 388-2147 | Trade | | \$6,100.89 |
| 19. Scott Knepfel Electric, Inc. 562 Academy Drive Edgerton, WI 53534 | Scott Knepfel 562 Academy Drive Edgerton, WI 53534 (608) 884-4878 | Trade | | \$5,424.70 |
| 20. Main Street Parking Condo Owners Assoc Siegel Gallagher Inc. 252 E. Highland Ave. Stop 1 Milwaukee, WI 53202-3131 | Lindsay Kennedy Siegel-Gallagher Mgmt Co. 252 E. Highland Ave. Stop 1 Milwaukee, WI 53202-3131 | Trade | | \$4,974.98 |

**DECLARATION UNDER PENALTY OF PERJURY
ON BEHALF OF A CORPORATION OR PARTNERSHIP**

I, Tim Conroy, Executive Director of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing list and that it is true and correct to the best of my information and belief.

Date: January 20, 2016

Signature: /s/ Tim Conroy
Tim Conroy
Executive Director

Penalty for making a false statement or concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both. 18 U.S.C. §§ 152 and 3571.

**CAPITOL LAKES, INC.
BOARD OF DIRECTORS
RESOLUTION NO. 07-16-01**

**RESOLUTION OF BOARD OF DIRECTORS OF
CAPITOL LAKES, INC. TO FILE BANKRUPTCY PETITION**

WHEREAS, the Board of Directors (the "Board") of Capitol Lakes, Inc., a Wisconsin nonstock nonprofit corporation (the "Company"), whose sole member is Pacific Retirement Services, Inc., an Oregon nonprofit corporation ("PRS"), is authorized to exercise all powers of the Corporation except as specifically limited by law, its articles of incorporation or its bylaws; and

WHEREAS, the Board has reviewed and considered the current and prospective financial and operational aspects of the Company's business, including the Company's historical performance, assets, current and long-term liabilities and the market for the Company's services; and

WHEREAS, the Board has received, reviewed and considered the recommendations of the senior management of the Company, as well as the Company's legal and financial advisors, as to the relative risks and benefits of pursuing a bankruptcy case under the provisions of chapter 11 of title 11 of the United States Code (the "Bankruptcy Code") in the United States Bankruptcy Court for the Western District of Wisconsin; and

WHEREAS, the Board, with the consent of PRS, has determined that it is desirable, fair, reasonable, and in the best interests of the Company and its long term viability, the Company's creditors, including and especially its residents, and other interested parties for the Company to file a voluntary petition seeking relief under chapter 11 of the Bankruptcy Code.

NOW, THEREFORE, IT IS HEREBY:

RESOLVED that, in the judgment of the Board, it is advisable and in the best interests of the Company and its long term viability, its creditors, its residents and other interested parties that a voluntary petition be filed by the Company in the United States Bankruptcy Court for the Western District of Wisconsin under chapter 11 of the Bankruptcy Code; and it is further

RESOLVED that Brian McLemore, Mike Morris, Mary Schoeggel and Tim Conroy, or such other person as the Board will designate, and such other officer(s) that the Company shall from time to time designate (the "Authorized Officers" and, each, an "Authorized Officer"), are hereby authorized and instructed to cause preparation of a voluntary petition for reorganization under chapter 11 of the Bankruptcy Code on behalf of the Company; and it is further

RESOLVED that, upon preparation, such Authorized Officers are hereby authorized, on behalf of and in the name of the Company, to cause such a voluntary petition to be executed, and verified in such form as such Authorized Officers, with advice of counsel, deem appropriate and that, upon such execution, such Authorized Officers, with advice of counsel, are hereby authorized to cause such a petition to be filed with the United States Bankruptcy Court for the

Western District of Wisconsin to commence a case under chapter 11 of the Bankruptcy Code (the "Bankruptcy Case"); and it is further

RESOLVED that the Authorized Officers, on terms consistent with those presented to the Board, are hereby authorized and instructed to make such arrangements as they deem necessary or proper for the Company to use existing cash collateral or to borrow additional funds, either as a debtor in possession under chapter 11 of the Bankruptcy Code or otherwise, and that such officers are hereby authorized and instructed, on behalf of and in the name of the Company, to negotiate and agree with lenders as to the terms and amounts of any such cash collateral use or further borrowings and to grant such security interests in, or liens on the assets of the Company, and to execute and deliver appropriate agreements for such use of postpetition financing in connection with the Bankruptcy Case, including the granting of liens to any such lender(s) to such agreement(s), and to take such additional action and execute and deliver such other agreements, instruments or documents proposed to be executed and delivered by or on behalf of the Company pursuant thereto or in connection therewith, all with such changes therein and additions thereto as any such officer, in their sole discretion, may deem necessary or proper in connection with such further borrowings; and it is further

RESOLVED that the Authorized Officers, on terms consistent with those presented to the Board, are authorized to execute and file (or direct others to do so on behalf of the Company as provided herein) all necessary documents, including, without limitation, all petitions, affidavits, schedules, motions, lists, applications, pleadings and other papers and, in connection therewith, to employ and retain legal counsel, financial advisors, investment bankers, accountants or other professionals and to take any and all action that they deem necessary and proper in connection with the Bankruptcy Case; and it is further

RESOLVED that the Board has determined, in light of current circumstances and after consultation with PRS and the Company's professional advisors, and in connection with the filing of the Bankruptcy Case, that it is in the best interests of the Company, its creditors and other interested parties to authorize the Company to enter into one or more restructuring transactions (collectively, the "Restructuring Transactions"), including the filing of a plan of reorganization and other related pleadings and documents to reduce the Company's debt load to a sustainable level; and it is further

RESOLVED that the Authorized Officers are hereby authorized and empowered, in the name of and on behalf of the Company, to take actions and negotiate or cause to be prepared and negotiated and to execute, deliver, perform and cause the performance of any agreements, certificates, instruments, petitions, motions or other papers or documents in furtherance of the Restructuring Transactions to which the Company is or will be a party, including but not limited to, any management agreement, chapter 11 plan, disclosure statement, and all exhibits and/or ancillary documents related thereto (collectively, the "Restructuring Documents"); and it is further

RESOLVED that the Authorized Officers are hereby authorized and empowered in the name of, and on behalf of, the Company to take any and all actions to (i) obtain bankruptcy court approval of the Restructuring Documents in connection with the Restructuring Transactions, and (ii) obtain bankruptcy court approval of all Restructuring Transactions; and it is further

RESOLVED that the law firm of DLA Piper LLP (US) ("DLA Piper") shall be retained as general bankruptcy counsel for the Company in the Bankruptcy Case, and the Authorized Officers are hereby authorized and directed to execute retention agreements, pay retainers prior to and immediately upon the filing of the Bankruptcy Case and cause to be filed an application for authority to retain the services of DLA Piper during the Bankruptcy Case; and it is further

RESOLVED that Cain Brothers & Company, LLC ("Cain Brothers") shall be retained to serve as the financial advisor to the Company in accordance with terms of its engagement letter, and the Authorized Officers are hereby authorized and directed, to execute retention agreements, pay retainers prior to and immediately upon the filing of the Bankruptcy Case and cause to be filed an application for authority to retain the services of Cain Brothers during the Bankruptcy Case; and it is further

RESOLVED that the Authorized Officers are authorized and directed to employ any other firms as professionals or consultants to the Company as are deemed necessary to represent and assist the Company in carrying out its duties under the Bankruptcy Code and, in connection therewith, the Authorized Officers of the Company are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of the Bankruptcy Case and cause to be filed an appropriate application for authority to retain the services of such firms; and it is further

RESOLVED that the Authorized Officers are authorized and directed, in the name of and on behalf of the Company, under the Company's corporate seal or otherwise, to make, enter into, execute, deliver and file any and all other or further agreements, documents, certificates, materials and instruments, to disburse funds of the Company, to take or cause to be taken any and all other actions, and to incur all such fees and expenses as any such officer deems to be necessary, appropriate or advisable to carry out the purposes of the foregoing resolutions and the transactions contemplated thereunder and/or to successfully complete the Bankruptcy Case, the taking of any such action or execution of any such documents and/or agreements to constitute conclusive evidence and the exercise of such discretionary authority; and it is further

RESOLVED that all acts lawfully done or actions lawfully taken by any Authorized Officer to seek relief under chapter 11 of the Bankruptcy Code or in connection with the Bankruptcy Case, or any matter related thereto, be, and hereby are, adopted, ratified, confirmed and approved in all respects as the acts and deeds of the Company.

RESOLVED that this Resolution may be executed by facsimile, telecopy or other electronic means or reproduction, and such execution shall be considered valid, binding and effective for all purposes.

[signature page follows]

ADOPTED by the Board of Directors of Capitol Lakes, Inc. this 8th day of January, 2016.

**THE BOARD OF DIRECTORS OF
CAPITOL LAKES, INC.**



Larry Boeck, Chair

ATTEST:



Brian Purtell, Secretary

**PACIFIC RETIREMENT SERVICES, INC.
BOARD OF DIRECTORS
RESOLUTION NO. 01-16-01**

Authorizing Bankruptcy Filing By Capitol Lakes, Inc.

WHEREAS, the Board of Directors (the "Board") of Pacific Retirement Services, Inc., an Oregon nonprofit corporation ("PRS"), is authorized to exercise all powers of PRS except as specifically limited by law, its articles of incorporation or its bylaws; and

WHEREAS, PRS is the sole member of Capitol Lakes, Inc., a Wisconsin nonstock nonprofit corporation (the "Company"); and

WHEREAS, the Board has received, reviewed and considered the recommendations of the senior management of the Company, as well as the Company's legal and financial advisors, as to the relative risks and benefits of the Company pursuing a bankruptcy case under the provisions of chapter 11 of title 11 of the United States Code (the "Bankruptcy Code") in the United States Bankruptcy Court for the Western District of Wisconsin; and

WHEREAS, the Board has determined that it is desirable, fair, reasonable, and in the best interests of the Company and its long term viability, the Company's creditors, including and especially its residents and other interested parties for the Company to file a voluntary petition seeking relief under chapter 11 of the Bankruptcy Code.

NOW, THEREFORE, IT IS HEREBY:

RESOLVED that, in the judgment of the Board, it is advisable and in the best interests of the Company and its long term viability, its creditors, its residents and other interested parties that a voluntary petition be filed by the Company in the United States Bankruptcy Court for the Western District of Wisconsin under chapter 11 of the Bankruptcy Code; and it is further

RESOLVED that Brian McLemore, Mike Morris, Mary Schoeggl and Tim Conroy, or such other person as the Board of Directors of the Company will designate, and such other officer(s) that the Company shall from time to time designate (the "Authorized Officers" and, each, an "Authorized Officer"), are hereby authorized and instructed to cause preparation of a voluntary petition for reorganization under chapter 11 of the Bankruptcy Code on behalf of the Company; and it is further

RESOLVED that, upon preparation, such Authorized Officers are hereby authorized, on behalf of and in the name of the Company, to cause such a voluntary petition to be executed, and verified in such form as such Authorized Officers, with advice of counsel, deem appropriate and that, upon such execution, such Authorized Officers, with advice of counsel, are hereby authorized to cause such a petition to be filed with the United States Bankruptcy Court for the Western District of Wisconsin to commence a case under chapter 11 of the Bankruptcy Code (the "Bankruptcy Case"); and it is further

RESOLVED that the Authorized Officers, on terms consistent with those presented to the Board, are hereby authorized and instructed to make such arrangements as they deem necessary or

proper for the Company to use existing cash collateral or to borrow additional funds, either as a debtor in possession under chapter 11 of the Bankruptcy Code or otherwise, and that such officers are hereby authorized and instructed, on behalf of and in the name of the Company, to negotiate and agree with lenders as to the terms and amounts of any such cash collateral use or further borrowings and to grant such security interests in, or liens on the assets of the Company, and to execute and deliver appropriate agreements for such use of postpetition financing in connection with the Bankruptcy Case, including the granting of liens to any such lender(s) to such agreement(s), and to take such additional action and execute and deliver such other agreements, instruments or documents proposed to be executed and delivered by or on behalf of the Company pursuant thereto or in connection therewith, all with such changes therein and additions thereto as any such officer, in their sole discretion, may deem necessary or proper in connection with such further borrowings; and it is further

RESOLVED that the Authorized Officers, on terms consistent with those presented to the Board, are authorized to execute and file (or direct others to do so on behalf of the Company as provided herein) all necessary documents, including, without limitation, all petitions, affidavits, schedules, motions, lists, applications, pleadings and other papers and, in connection therewith, to employ and retain legal counsel, financial advisors, investment bankers, accountants or other professionals and to take any and all action that they deem necessary and proper in connection with the Bankruptcy Case; and it is further

RESOLVED that the Board has determined, in light of current circumstances and after consultation with the Company and its professional advisors, and in connection with the filing of the Bankruptcy Case, that it is in the best interests of the Company, its creditors, and other interested parties to authorize the Company to enter into one or more restructuring transactions (collectively, the “Restructuring Transactions”), including the filing of a plan of reorganization and other related pleadings and documents to reduce the Company’s debt load to a sustainable level; and it is further

RESOLVED that the Authorized Officers are hereby authorized and empowered, in the name of and on behalf of the Company, to take actions and negotiate or cause to be prepared and negotiated and to execute, deliver, perform and cause the performance of any agreements, certificates, instruments, petitions, motions or other papers or documents in furtherance of the Restructuring Transactions to which the Company is or will be a party, including but not limited to, any management agreement, chapter 11 plan, disclosure statement, and all exhibits and/or ancillary documents related thereto (collectively, the “Restructuring Documents”); and it is further

RESOLVED that the Authorized Officers are hereby authorized and empowered in the name of, and on behalf of, the Company to take any and all actions to (i) obtain bankruptcy court approval of the Restructuring Documents in connection with the Restructuring Transactions, and (ii) obtain bankruptcy court approval of all Restructuring Transactions; and it is further

RESOLVED that the law firm of DLA Piper LLP (US) (“DLA Piper”) shall be retained as general bankruptcy counsel for the Company in the Bankruptcy Case, and the Authorized Officers are hereby authorized and directed to execute retention agreements, pay retainers prior to and immediately upon the filing of the Bankruptcy Case and cause to be filed an application for authority to retain the services of DLA Piper during the Bankruptcy Case; and it is further

RESOLVED that Cain Brothers & Company, LLC ("Cain Brothers") shall be retained to serve as the financial advisor to the Company in accordance with terms of its engagement letter, and the Authorized Officers are hereby authorized and directed, to execute retention agreements, pay retainers prior to and immediately upon the filing of the Bankruptcy Case and cause to be filed an application for authority to retain the services of Cain Brothers during the Bankruptcy Case; and it is further

RESOLVED that the Authorized Officers are authorized and directed to employ any other firms as professionals or consultants to the Company as are deemed necessary to represent and assist the Company in carrying out its duties under the Bankruptcy Code and, in connection therewith, the Authorized Officers of the Company are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of the Bankruptcy Case and cause to be filed an appropriate application for authority to retain the services of such firms; and it is further

RESOLVED that the Authorized Officers are authorized and directed, in the name of and on behalf of the Company, under the Company's corporate seal or otherwise, to make, enter into, execute, deliver and file any and all other or further agreements, documents, certificates, materials and instruments, to disburse funds of the Company, to take or cause to be taken any and all other actions, and to incur all such fees and expenses as any such officer deems to be necessary, appropriate or advisable to carry out the purposes of the foregoing resolutions and the transactions contemplated thereunder and/or to successfully complete the Bankruptcy Case, the taking of any such action or execution of any such documents and/or agreements to constitute conclusive evidence and the exercise of such discretionary authority; and it is further

RESOLVED that all acts lawfully done or actions lawfully taken by any Authorized Officer to seek relief under chapter 11 of the Bankruptcy Code or in connection with the Bankruptcy Case, or any matter related thereto, be, and hereby are, adopted, ratified, confirmed and approved in all respects as the acts and deeds of the Company.

RESOLVED that this Resolution may be executed by facsimile, telecopy or other electronic means or reproduction, and such execution shall be considered valid, binding and effective for all purposes.

[signature page follows]

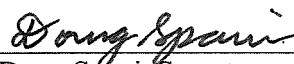
ADOPTED by the Board of Directors of Pacific Retirement Services, Inc., as of this 8th day of January, 2016.

**THE BOARD OF DIRECTORS
PACIFIC RETIREMENT SERVICES, INC.**



Doug Schmor, Chair

ATTEST:



Doug Spani, Secretary

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE WESTERN DISTRICT OF WISCONSIN**

| | | |
|-----------------------------------|---|-----------------|
| In re: | § | Chapter 11 |
| | § | |
| CAPITOL LAKES, INC., ¹ | § | Case No. 16-[•] |
| | § | |
| Debtor. | § | Hon. |

CORPORATE OWNERSHIP STATEMENT (RULE 1007(a)(1))

Pursuant to Federal Rules of Bankruptcy Procedure 1007(a)(1) and 7007.1, Capitol Lakes, Inc. ("Capitol Lakes"), a Wisconsin nonstock nonprofit corporation and the above-captioned debtor and debtor in possession, hereby certifies that Pacific Retirement Services, Inc. holds a 100% membership interest in Capitol Lakes.

The undersigned, the Executive Director of Capitol Lakes, hereby declares under penalty of perjury that the information contained herein is true and correct to the best of his knowledge, information and belief, as of January 20, 2016.

Executed this 20th day of January, 2016

By: 
Name: Tim Conroy
Title: Executive Director

¹ The debtor in this chapter 11 case, along with the last four (4) digits of its taxpayer identification number, is: Capitol Lakes, Inc. (2320). The mailing address of the debtor, solely for purposes of notices and communications, is: 333 W. Main Street, Madison, Wisconsin 53703.

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE WESTERN DISTRICT OF WISCONSIN**

In re: § Chapter 11
CAPITOL LAKES, INC.,¹ §
Debtor. § Case No. 16-[•]
§ Hon.
§

LIST OF EQUITY SECURITY HOLDERS (RULE 1007(a)(3))

Pursuant to Federal Rule of Bankruptcy Procedure 1007(a)(3), Capitol Lakes, Inc., the above-captioned debtor and debtor in possession, hereby provides the following list of holders of membership interests:

| Name and Address of Interest Holder | % of Interests Held |
|--|---------------------|
| Pacific Retirement Services, Inc. 1 W Main Suite 303 Medford, Oregon 97501 | 100% |

**DECLARATION UNDER PENALTY OF PERJURY
CONCERNING LIST OF EQUITY SECURITY HOLDERS**

I declare under the penalty of perjury that I have read the foregoing list of interest holders and that it is true and correct to the best of my information and belief.

Dated: January 20, 2016

By: 
Name: Tim Conroy
Title: Executive Director

¹ The debtor in this chapter 11 case, along with the last four (4) digits of its taxpayer identification number, is: Capitol Lakes, Inc. (2320). The mailing address of the debtor, solely for purposes of notices and communications, is: 333 W. Main Street, Madison, Wisconsin 53703.

PRS - PACIFIC RETIREMENT SERVICES
1 W MAIN SUITE 303
MEDFORD, OR 97501

MCGANN CONSTRUCTION, INC.
3622 LEXINGTON AVE
MADISON, WI 53714

RBC CAPITAL MARKETS
130 N 18TH ST
PHILADELPHIA, PA 19103

SYSCO FOODS OF BARABOO LLC
PO BOX 90
BARABOO, WI 53913-9987

BALLARD SPAHR LLP
1735 MARKET ST.
51ST FLOOR
PHILADELPHIA, PA 19103-7599

MALLATT HOMECARE PHARMACY
ATTN: MARY OLSEN
3250 KINGSLEY WAY
MADISON, WI 53713

SCHINDLER ELEVATOR CORP
P. O. BOX 93050
CHICAGO, IL 60673-3050

CITY OF MADISON TREASURER
PO BOX 2999
MADISON, WI 53701-2999

CINTAS CORPORATION
97627 EAGLE WAY
CHICAGO, IL 60678-7627

DIERKS/WAUKESHA WHOLESALE FOODS
PO BOX 0469
WAUKESHA, WI 53187-0469

WI DEPARTMENT OF HEALTH & FAMILY SERVICE
BOX #093594
MILWAUKEE, WI 53293-0594

CREATIVE SOLUTIONS 4, LLC
2310 DANIELS STREET
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MADISON, WI 53718

PIPER JAFFRAY
800 NICOLLET MALL
STE 800
MINNEAPOLIS, MN 55402-7020

EMPIRE FISH COMPANY
PO BOX 288
WINDSOR, WI 53598

GENERAL BEVERAGE SALES CORP.
PO BOX 44326
MADISON, WI 53744-4326

CHARTER COMMUNICATIONS
PO BOX 3019
MILWAUKEE, WI 53201-3019

UW MEDICAL FOUNDATION
FINANCE DEPARTMENT
P.O. BOX 620993
MIDDLETON, WI 53562

MEDLINE INDUSTRIES INC
DEPT. CH 14400
PALATINE, IL 60055-4400

SCOTT KNEPFEL ELECTRIC, INC
562 ACADEMY DRIVE
EDGERTON, WI 53534

MAIN STREET PARKING CONDO OWNERS ASSOC
SIEGEL GALLAGHER INC.
252 E. HIGHLAND AVE. STOP 1
MILWAUKEE, WI 53202-3131

MADISON UNITED HEALTHCARE LINEN, LTD
PO BOX 71190
CHICAGO, IL 60694-1190

HD SUPPLY FACILITIES MAINT
PO BOX 509058
SAN DIEGO, CA 92150-9058

PSOL INNOVATIVE I.T. SOLUTIONS
1043 UNION ST.
STEVENS POINT, WI 54481

DOHERTY TRUCKING
PO BOX 226
POYNETTE, WI 53955

MUELLER PROST PC
7733 FORSYTH BLVD.
STE. 1200
ST. LOUIS, MO 63105

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PHILADELPHIA, PA 19182-7598

COMPLETE CONTROL, INC.
640 25TH AVENUE NORTH
WISCONSIN RAPIDS, WI 54495

BPV CAPITAL MANAGEMENT
9202 S. NORTHSORE DRIVE
STE. 300
KNOXVILLE, TN 37922

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MILWAUKEE, WI 53288-0698

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TWO EAST MIFFLIN STREET
SUITE 600
MADISON, WI 53703-2865

HILL-ROM COMPANY, INC.
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PITTSBURGH, PA 15264-3592

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1805 MOMENTUM PLACE
CHICAGO, IL 60689-5318

CENTURY LINK
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MICKIE DICKRELL
310 N. MIDVALE BLVD, STE. 304
MADISON, WI 53705

SERVICE MASTER BUILDING MAINTENANCE
2522 FISH HATCHERY RD
MADISON, WI 53713

EMMONS BUSINESS INTERIORS, LLC
P.O. BOX 640
GERMANTOWN, WI 53022

GRAND APPLIANCE
3300 16TH STREET
ZION, IL 60099

FORTUNE FISH AND GOURMET CO.
PO BOX 203
BEDFORD PARK, IL 60499-0203

INTERSTATE BILLING SERVICE, INC.
PO BOX 2208
DECATUR, AL 35601

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SAUK CITY, WI 53583

HUBERT
25401 NETWORK PLACE
CHICAGO, IL 60673-1254

AT & T MOBILITY
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CAROL STREAM, IL 60197-6463

ALPHA BAKING CO, INC
36230 TREASURY CENTER
CHICAGO, IL 60694-6200

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P. O. BOX 1297
BROOKFIELD, WI 53008-1297

AT&T
P.O. BOX 5019
CAROL STREAM, IL 60197-5019

MUSTARD PRESS, INC.
679 BRIAN WAY
MEDFORD, OR 97501

MICHAEL KNAPSTEIN PHOTOGRAPHY
3423 CONSERVANCY LANE
MIDDLETON, WI 53562

BRIGHT STAR
3240 UNIVERSITY AVE.
STE. 3A
MADISON, WI 53705

AMANDA RED WEDDING PHOTOGRAPHER LLC
5507 QUARRY HILL DR
FITCHBURG, WI 53711

GRAINGER
DEPT. 874021165
PALATINE, IL 60038-0001

PEPSI COLA COMPANY
PO BOX 7425
MADISON, WI 53707-7425

HALLMAN / LINDSAY PAINTS, INC.
1717 N. BRISTOL ST.
P.O. BOX 109
SUN PRAIRIE, WI 53590-0109

VIGIL HEALTH SOLUTIONS, INC.
2102-4464 MARKHAM ST.
VICTORIA, BC V8Z-7X8

COWAN, BEKKI
DBA TRIQUETRA MASSAGE
734 JUPITER DRIVE, #206
MADISON, WI 53718

ADVACARE SYSTEMS, INC.
2939 NORTH PULASKI RD.
CHICAGO, IL 60641

OFFICE MAX
75 REMITTANCE DR
#2698
CHICAGO, IL 60675-2698

WIL-KIL PEST CONTROL, INC
P.O. BOX 600730
JACKSONVILLE, FL 32260-0730

ECOLAB, INC.
P.O. BOX 70343
CHICAGO, IL 60673-0343

UNION CAB OF MADISON COOP., INC
PO BOX 8305
MADISON, WI 53708-8305

BRIGGS CORPORATION
PO BOX 1355
DES MOINES, IA 50305-1355

MIDWEST POOL SUPPLY, INC
PO BOX 620526
MIDDLETON, WI 53562

PLANT PROS
1102 MIDDLETON ST.
MADISON, WI 53717

THE MADISON CLUB
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MADISON, WI 53703

ALCO OF WISCONSIN INC
PO BOX 485
DELAVAN, WI 53115-0485

UNIV OF WIS HOSPITAL AND CLINIC
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MADISON, WI 53792

A & A ENVIRONMENTAL, INC.
N4381 US HWY 51
POYNETTE, WI 53955

C.E. SUNDBERG CO.
7534 SOLUTION CENTER
CHICAGO, IL 60677-7005

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MADISON, WI 53725-9066

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CRIME INFORMATION BUREAU
PO BOX 93970
MILWAUKEE, WI 53293-3970

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DEPT. OF FAMILY MEDICINE
1100 DELAPLAINE COURT
MADISON, WI 53715-1896

CHEM-TECH INTERNATIONAL, INC.
400 TERNES DRIVE
RANDOM LAKE, WI 53075-1632

BATTERIES PLUS LLC
P.O. BOX 71471
CHICAGO, IL 60694-1471

STAR ONE STAFFING OF MADISON, INC.
101 N. WEBSTER AVENUE
GREEN BAY, WI 54304

PROVIDIGM, LLC
DEPT CH 19808
PALATINE, IL 60055-9808

SPECIALIZED MEDICAL SERVICES, INC.
7237 SOLUTION CENTER
CHICAGO, IL 60677-7002

EZ RIDE TRANSIT LLC
4915 B VOGES ROAD
MADISON, WI 53718

IRON MOUNTAIN RECORDS MANAGEMENT, INC
CONFIDENTIAL DESTRUCTION LLC
PO BOX 27128
NEW YORK, NY 10087-7128

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MILWAUKEE, WI 53288-0201

WHIPPOORWILL ENTERTAINMENT SERVICES
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N7196 THREE RIVERS BLVD #3
NEW LISBON, WI 53950

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DEPARTMENT 32
PO BOX 183176
COLUMBUS, OH 43218-3176

PACKERLAND RENT-A-MAT, INC.
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BUTLER, WI 53007-0233

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MADISON, WI 53703

JUST COFFEE COOPERATIVE
3701 ORIN RD.
MADISON, WI 53704

GRUBER, MICHAEL
302 KASTEN ST.
MADISON, WI 53713

NAVIANT, INC.
201 PRAIRIE HEIGHTS DRIVE
VERONA, WI 53593

NASSCO, INC.
5365 S. MOORLAND ROAD
NEW BERLIN, WI 53151

MADISON ENVIRONMENTAL RESOURCING INC.
1310 WEST BADGER ROAD
MADISON, WI 53713

KESSENICH'S LTD. OF AMERICA
131 S. FAIR OAKS AVE.
MADISON, WI 53704

CARISOLO, INC
S11251 FAIRVIEW RD.
SPRING GREEN, WI 53588

UNIVERSAL HOSP SERVICES INC
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GROUP HEALTH COOPERATIVE
PO BOX 44971
MADISON, WI 53744-4971

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1319 HERITAGE LANE
SUN PRAIRIE, WI 53590

ASC1
PO BOX 8779
MADISON, WI 53708-8779

UW OSHKOSH CBRF
CCDET
800 ALGOMA BLVD.
OSHKOSH, WI 54901-8688

VERIFIED CREDENTIALS, INC
20890 KENBRIDGE COURT
LAKEVILLE, MN 55044

PRIDHAM ELECTRONICS, INC.
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MADISON, WI 53725--930

MARLING LUMBER CO.
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GILROY, CA 95020

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GLOBAL FINANCIAL SERVICES LLC
P.O. BOX 371887
PITTSBURGH, PA 15250-7887

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PO BOX 2997
MADISON, WI 53701

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MADISON, WI 53704

CITY OF MADISON TREASURER
PO BOX 20
MADISON, WI 53701-0020

A G ARCHITECTURE INC.
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STE. 301
WAUWATOSA, WI 53213

A PLACE FOR MOM, INC.
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DETROIT, MI 48267-4164

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GENERAL ACCOUNT
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FSA FUNDING
, WI

ADP INSURANCE AGENCY
INSURANCE PREMIUMS
, WI

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504 CLINTON CENTER DRIVE
SUITE 4400
CLINTON, MS 39056

AGRACE HOSPICECARE INC.
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MADISON, WI 53711

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THE CURTIS AGENCY
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MADISON, WI 53704

ALZHEIMER'S ASSOCIATION
2820 WALTON COMMONS
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MADISON, WI 53718

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1104 GLEN ARM RD
GLEN ARM, MD 21057

AMERICAN HOTEL REGISTER COMPANY
P.O. BOX 71299
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AMERICAN RED CROSS
ATTN: HEALTH & SAFETY SERVICE
25688 NETWORK PLACE
CHICAGO, IL 60673-1256

ANKROM MOISAN ARCHITECTS, INC.
6720 SW MACADAM AVE.
STE.100
PORTLAND, OR 97219

APOLLO CORPORATION
450 MAIN ST.
SOMERSET, WI 54025-9999

ASSOCIATED PHYSICIANS LLP
4410 REGENT STREET
MADISON, WI 53705

AUDIO CONTRACTORS, LLC
1015 N. MAIN STREET
STE. F
OREGON, WI 53575

AUTOMATIC ENTRANCES OF WISCONSIN, INC.
1712 PARAMOUNT COURT
WAUKESHA, WI 53186

AVALERE HEALTH, LLC
1350 CONNECTICUT AVE NW
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WASHINGTON, DC 20036

AVANT GARDENING AND LANDSCAPING
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MCFARLAND, WI 53558

BADGER BUS LINES, INC.
5501 FEMRITE DRIVE
MADISON, WI 53718

BADGER COACHES, INC.
5501 FEMRITE DR.
MADISON, WI 53718

BADGER FIRE PROTECTION & SAFETY
SUPPLY CO., INC.
918 JONATHAN DR.
MADISON, WI 53713

BADGER GRANITE WERKS, INC
400 VENTURE COURT, STE 104
VERONA, WI 53593

BADGER SWIMPOOLS INC
N789 GOLF ROAD
PRAIRIE DU SAC, WI 53578

BARE KNUCKLE ARTS, LLC
1949 WINNEBAGO ST
MADISON, WI 53704

BLOCK SYSTEM CLEANERS
2017 WINNEBAGO STREET
MADISON, WI 53704-5392

BMO HARRIS BANK N.A.
FDBA M & I BANK
P.O. BOX 3052
MILWAUKEE, WI 53201-3052

BRITE-WAY SERVICES LLC
PO BOX 664
NEENAH, WI 54957-0664

BUCKY'S RENTALS, INC.
2182 HIGHWAY MM
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BUSS WELDING AND FABRICATING LLC
PO BOX 259252
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CAIN BROTHERS & COMPANY, LLC
360 MADISON AVENUE
5TH FLOOR
NEW YORK, NY 10017

CALL CARE
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LANCASTER, PA 17604-4651

CAPITOL AIR SYSTEMS
3444 CAPITOL DRIVE
P.O.BOX 670
SUN PRAIRIE, WI 53590

CAPITOL LAWN SPRINKLER, INC.
636 S. NINE MOUND RD.
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CAPITOL MECHANICAL INC.
3444 CAPITOL DRIVE
P.O. BOX 670
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CARE WISCONSIN HEALTH PLAN, INC.
P.O. BOX 14017
MADISON, WI 53708-0017

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6951 EAST SOUTHPOINT RD
TUSCON, AZ 85756

CENTURY SPRINGS BOTTLING CO.
PO BOX 856858
MINNEAPOLIS, MN 55485-6858

CENTURYLINK
P.O. BOX 4300
CAROL STREAM, IL 60197-4300

CHASE LUMBER AND FUEL COMPANY, INC.
PO BOX 45
SUN PRAIRIE, WI 53590-0045

CHOLE'S FLORAL CO INC
1135 REGENT ST
MADISON, WI 53715

CITY OF MADISON TREASURER
210 MARTIN LUTHER KING JR BLVD
RM 107
MADISON, WI 53703

CLIA LABORATORY PROGRAM
P.O. BOX 530882
ATLANTA, GA 30353-0882

COLONIAL LIFE
PROCESSING CENTER
PO BOX 1365
COLUMBIA, SC 29202-1365

COMMERCE BANK
PO BOX 846451
KANSAS CITY, MO 64184-6451

CONNEY SAFETY
3202 LATHAM DRIVE
P.O. BOX 44575
MADISON, WI 53744-4575

CONSONUS REHAB
UNIT 12
P O BOX 4800
PORTLAND, OR 97208-4800

CREATIVE COMMUNITY LIVING SERVICES, INC.
ATTN: TRAINING DEPT.
314 E MAIN ST.
WATERTOWN, WI 53094

CURASPAN HEALTH GROUP, INC.
892869
1501 NORTH PLANO RD SUITE #100
RICHARDSON, TX 75081

DANE BUY LOCAL
6300 ENTERPRISE LANE
STE. 402
MADISON, WI 53719

DANENET, INC.
ERIC HOWLAND
517 N. SEGOE RD. #210
MADISON, WI 5370

DC TREASURER
UNCLAIMED PROPERTY UNIT
1101 4TH STREET SW, SUITE 800W
WASHINGTON, DC 20024

DEAN HEALTH PLAN
PO BOX 56099
MADISON, WI 53705-9399

DEAN HEALTH SYSTEMS, INC.
P.O. BOX 78625
MILWAUKEE, WI 53278-0625

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DIVISION OF UNEMPLOYMENT INS
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MADISON, WI 53707-7945

DHS 639 - COLETTE ANDERSON
DHS/DQA/BAL
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2404 W. BELTLINE HWY
MADISON, WI 53713

DIVISION OF QUALITY ASSURANCE
BUREAU OF NURSING HOME RESIDEN
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C/O MARY LYNNE DONOHUE
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SHEBOYGAN, WI 53081

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DOWNTOWN MADISON, INC.
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DUBERNARD, ALEXIS
, WI

ECOLAB FOOD SAFETY SPECIALTIES, INC.
24198 NETWORK PLACE
CHICAGO, IL 60673-1241

ECONOPRINT, INC.
ATTN - ACCOUNTS RECEIVABLE
330 LOCUST DRIVE
VERONA, WI 53593

ELDERSPAN MANAGEMENT LLC
1402 PANKRATZ STREET
STE. 110
MADISON, WI 53704

ELECTRIC MOTORS UNLIMITED INC.
1000 JONATHON DR.
MADISON, WI 53713

ELIVATE
PO BOX 638256
CINCINNATI, OH 45263-8256

ELLINGSON PRO CLEAN, INC
PO BOX 45165
MADISON, WI 53744-5165

ELMER, STEPHEN C.
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MADISON, WI 53716

EN POINTE TECHNOLOGIES
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LOS ANGELES, CA 90074-0545

FARLEYS HOUSE OF PIANOS, LLC
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FEDEX
PO BOX 7221
PASADENA, CA 91109-7321

FIELD59, INC.
28189 NETWORK PLACE
CHICAGO, IL 60673-1281

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6800 GISHOLT DRIVE
P.O. BOX 8124
MADISON, WI 53708-8124

FLEET ONE, LLC
MSC 30425
PO BOX 415000
NASHVILLE, TN 37241-5000

FOCAL FLAME PHOTOGRAPHY, LLC
4210 NAKOMA RD.
MADISON, WI 53711

FORM CENTER
231 CROTON AVE.
CORTLANDT MANOR, NY 10567

FORWARD HEALTH
313 BLETTNER BLVD.
MADISON, WI 53784-0001

FULL COMPASS SYSTEMS, LTD
9770 SILICON PRAIRIE PKWY
MADISON, WI 53593-8442

GAPPA SECURITY SOLUTIONS, LLC
317 E. MAIN ST.
WAUPUN, WI 53963

GENERAL COMMUNICATIONS, INC
2880 COMMERCE PARK DRIVE
MADISON, WI 53719

GRAYBAR ELECTRIC CO, INC.
12431 COLLECTIONS CENTER DRIVE
CHICAGO, IL 60693-2431

GREATER MADISON CHAMBER OF COMMERCE
P.O. BOX 71
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MADISON, WI 53701-0071

H J PERTZBORN PLUMBING
FIRE PROTECTION, CORP.
802 JOHN NOLEN DR.
MADISON, WI 53713

H.S.A. BANK
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SHEBOYGAN, WI 53082-0939

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CIRCLEVILLE, OH 43113-0400

HEALTH TRUST
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HENDRICKSON CONSULTING
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SUITE 101
SAUSALITO, CA 94965

HIGHMARK BLUE SHEILD
CASHIER
PO BOX 890150
CAMP HILL, PA 17001-9774

HIP SAVER INC.
7 HUBBARD ST.
CANTON, MA 02021

HOBART SERVICE
ITW FOOD EQUIPMENT GROUP LLC
P.O. BOX 2517
CAROL STREAM, IL 60132-2517

HOOT COMMUNICATIONS
6902 ALDO LEOPOLD WAY
MIDDLETON, WI 53562

HUMANA HEALTH CARE PLANS
PO BOX 931655
ATLANTA, GA 31193-1655

IDEAL BODY SHOP, LLC
1726 S. PARK ST.
MADISON, WI 53715

INFECTION PREVENTION PRODUCTS, INC.
1124 ALMOND VISTA CT.
CHICO, CA 95926

INFINITE ANALYTICS, INC.
10-7626A YONGE STREET
THORNHILL, ON L4J-1V9

INTEGRA TELECOM
NW 5814
P.O. BOX 1450
MINNEAPOLIS, MN 55485-5814

INTERPRETERS' COOPERATIVE OF MADISON
2300 SOUTH PARK STREET
STE. 115
MADISON, WI 53713

JC PENNY CUSTOM DECOR
135 EAST TOWNE MALL
MADISON, WI 53704

JEFFERSON FIRE AND SAFETY INC
7617 DONNA ST
MIDDLETON, WI 53562

JH & ASSOCIATES
PO BOX 758
SHADY COVE, OR 97539

JOERNS HEALTHCARE, INC.
PO BOX 933733
ATLANTA, GA 31193-3733

JOINTS IN MOTION MEDICAL, LLC
1343 E. WISCONSIN AVE.
#112
PEWAUKEE, WI 53072

JULES NEWMAN
C/O JUDY COBURN
841 SKY RIDGE DRIVE
MADISON, WI 53719

K TECH
6414 238TH AVE
SALEM, WI 53168

KAYSER FORD, INC
2303 W BELTLINE HWY
MADISON, WI 53713

KBC BANK NV, NY
BOND PAYMENTS
, WI

KCI USA
P.O. BOX 301557
DALLAS, TX 75303-1557

KIEFER
1700 KIEFER DRIVE
ZION, IL 60099-5105

KRAEMER AIR FILTER CORP.
P.O. BOX 620224
MIDDLETON, WI 53562-0224

KREGER SALT SALES
1022 STEWART STREET
MADISON, WI 53713

KRUEGER, ANN M.
118 FAIR OAKS AVENUE
MADISON, WI 53714

KVALHEIM KOUNTRY PAINTERS, LLC
410 JOYCE CT.
SUN PRAIRIE, WI 53590

LAKE MILLS DRY CLEANERS
804 N. MAIN ST.
LAKE MILLS, WI 53551

LEADING AGE WISCONSIN
FORMERLY WAHSA
204 SOUTH HAMILTON STREET
MADISON, WI 53703

LIFE UNIFORM
PO BOX 95310
GRAPEVINE, TX 76099-9734

LIFELINE AUDIO VIDEO TECHNOLOGIES
41 MEANS DRIVE
STE A
PLATTVILLE, WI 53818

LINCOLN FINANCIAL GROUP
PO BOX 2212
FORT WAYNE, IN 46801-2212

LINN-MILLER, MOLLY
250 E. PROSPECT STREET
LAKE MILLS, WI 53551

LITURGICAL PUBLICATIONS INC
PO BOX 510817
NEW BERLIN, WI 53151

MADISON COMMUNITY FOUNDATION
2 SCIENCE COURT
MADISON, WI 53711

MADISON ECUMENICAL CTR OF CHURCH WOMEN
UNITED IN MADISON WI, INC.
725 GILMORE ST
MADISON, WI 53711-1818

MADISON GAS AND ELECTRIC
PO BOX 1231
MADISON, WI 53701-1231

MADISON LIGHTING LTD
6701 WATTS RD
MADISON, WI 53719

MADISON MALLARDS, LLC
2920 NORTH SHERMAN AVE.
MADISON, WI 53704

MADISON METROPOLITAN SCHOOL DISTRICT
3802 REGENT ST.
MADISON, WI 53705

MADISON MUSEUM OF CONTEMPORARY ART
GALLERY NIGHT
227 STATE STREET
MADISON, WI 53703

MADISON OPERA, INC.
335 W. MIFFLIN STREET
MADISON, WI 53703-2513

MADISON PARTY RENTAL
2150 INDUSTRIAL DRIVE
MONONA, WI 53713

MADISON SENIOR CENTER
330 W MIFFLIN ST
MADISON, WI 53703

MADISON SCHOOL & COMMUNITY RECREATION
MADISON METRO. SCHOOL DISTRICT
3802 REGENT ST.
MADISON, WI 53705

MADISON SYMPHONY ORCHESTRA, INC.
222 W. WASHINGTON AVE.
STE. 460
MADISON, WI 53703

MADISON'S CENTRAL BID
ATTN: TIM JENQUIN
122 W. WASHINGTON AVE., STE.250
MADISON, WI 53703

MALY ROOFING COMPANY, INC.
4202 ROBERTSON RD.
MADISON, WI 53714

MARCO, INC.
PO BOX 1450
MINNEAPOLIS, MN 55485-7128

MARSHALL AND STEVENS INCORPORATED
601 S. FIGUEROA STREET
STE. 2301
LOS ANGELES, CA 90017

MARY KELLEHER ESTATE
C/O KAY HOFFMAN
1145 MT PLEASANT
DUBUQUE, IA 52001

MELLSTROM, STEVE
, WI

MEL'S GREEN GARDEN LLC
2221 FOX AVE
MADISON, WI 53711

MERITER HOSPITAL, INC.
DRAWER 915
MILWAUKEE, WI 53278-0915

MERITER LABORATORIES
PO BOX 681166
CHICAGO, IL 60695-2166

MERITER MEDICAL GROUP INC
P.O. BOX 78656
MILWAUKEE, WI 53278-0656

METLIFE
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DEPT 0945
DALLAS, TX 75312-0945

METRO SOUND & VIDEO
17939 W. LINCOLN AVE.
NEW BERLIN, WI 53146

METRO TRANSIT
1245 E WASHINGTON AVE.
MADISON, WI 53703

MIRABELLA SOUTH WATERFRONT
3550 SW BOND AVENUE
PORTLAND, OR 97239

MIX SOLUTIONS, INC.
18444 WARD STREET
FOUNTAIN VALLEY, CA 92708

MOBILEXUSA
PO BOX 17462
BALTIMORE, MD 21297-0518

MOBILITY MEDICAL SUPPLY, INC.
5928 HIXSON PIKE
STE. A324
HIXSON, TN 37343

MOODY'S INVESTORS SERVICES
PO BOX 102597
ATLANTA, GA 30368-0597

MOSS ADAMS, LLP
ATTN: PAYMENT SERVICES
PO BOX 748369
LOS ANGELES, CA 90074-8369

NEC FINANCIAL SERVICES, LLC
24189 NETWORK PLACE
CHICAGO, IL 60673-1241

NONN'S DESIGN SHOWPLACE
7550 GRABER RD.
MIDDLETON, WI 53562

NORTHWEST RETIREMENT PLANS, INC.
3235 HILLCREST PARK DR
SUITE 100
MEDFORD, OR 97504-7691

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P.O. BOX 510516
MILWAUKEE, WI 53203

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SAN FRANCISCO, CA 94139

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MADISON, WI 53701-1202

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MADISON, WI 53703

PAGODA GROUP
1038 BEACON ST.
STE. 304
BROOKLINE, MA 02446

PATHWAY HEALTH SERVICES INC
2025 4TH STREET
WHITE BEAR LAKE, MN 55110

PATTERSON MEDICAL
PO BOX 93040
CHICAGO, IL 60673-304

PELLITTERI WASTE SYSTEMS, INC
7035 RAYWOOD ROAD
PO BOX 259426
MADISON, WI 53725-9426

PEOPLEFACTS
P.O. BOX 740303
LOS ANGELES, CA 90074-0303

PHYSICAL ENTERPRISE INC.
170 EASTMAN MEADOWS
PETALUMA, CA 94952

PHYSICIANS PLUS INSURANCE CORP
P.O. BOX 2078
MADISON, WI 53701-2078

PITNEY BOWES PURCHASE POWER
PO BOX 371874
PITTSBURGH, PA 15250-2648

PKK LIGHTING
7182 US HIGHWAY 14
SUITE 501
MIDDLETON, WI 53562

POMPONIO, SANDRA E.
1721 N. HIGHPOINT RD.
MIDDLETON, WI 53562

PROPEL INSURANCE
PO BOX 2940
TACOMA, WA 98401-2490

PROSTHETIC LABORATORIES
121 23RD AVE. SW
STE. 101
ROCHESTER, MN 55902-1351

QUALITEMPS, INC.
PO BOX 552
MADISON, WI 53701-0552

REDIRIDE, LLC
2806 BROOKS RIDGE DRIVE
SUN PRAIRIE, WI 53590

REGISTRATION FEE TRUST
WI DEPT OF TRANSPORTATION
P. O. BOX 3279
MILWAUKEE, WI 53201-3279

REINHART BOERNER VAN DEUREN
PO BOX 2965
MILWAUKEE, WI 53201-2965

RENLUND, DORIS
EMPLOYEE
, WI

RESIN GLOBAL LLC
2184 SUTTER STREET
SUITE 351
SAN FRANCISCO, CA 94115

RETIREMENT LIVING INFORMATION CENTER, IN
19 LEDGEWOOD DR.
REDDING, CT 06896

ROTARY CLUB OF MADISON
22 N. CARROLL STREET
SUITE 202
MADISON, WI 53703-2724

ROTO ROOTER, INC
4808 IVYWOOD TR
MCFARLAND, WI 53558

ROUNDS TLC, LLC
3036 WOODS EDGE WAY
MADISON, WI 53711

RSVP OF DANE COUNTY
517 NORTH SEGOE ROAD
SUITE 300
MADISON, WI 53705

S.T.A.T -SMOKIN HOT
PO BOX 662
STOUGHTON, WI 53589

SALON PS WISCONSIN LLC
55 PUBLIC SQUARE
STE. 1180
CLEVELAND, OH 44113

SALZWEDEL, LILA
C/O JACK SALZWEDEL
5117 ST. CYR ROAD
MIDDLETON, WI 53562

SANFORD ROSE & ASSOC, "THE ZIKE GROUP"
391 E. LAS COLINAS BLVD
STE. 130-336
IRVING, TX 75039

SANTANDER BANK
COMMERCIAL LOAN DEPARTMENT
601 PENN STREET
READING, PA 19601

SB&A INTEGRATED MARKETING
207 WEST FRANKLIN STREET
RICHMOND, VA 23220

SEELEY, LINDA
107 KEANE STREET
RIDGEWAY, WI 53582

SELECT SOUND SERVICE INC
ACCOUNTS RECEIVABLE
107 E. NATIONAL AVENUE
MILWAUKEE, WI 53204

SENIOR RESOURCES LTD.
PO BOX 285
GERMANTOWN, WI 53022-0285

SENIORDENT DENTAL PLAN, INC.
2364 ESSINGTON RD.
#250
JOLIET, IL 60435

SERVPRO OF MADISON
PO BOX 7544
MADISON, WI 53707-7544

SHRINE, ZOR
PO BOX 44758
MADISON, WI 53744

SIMPLEX GRINNELL LP
DEPT CH 10320
PALATINE, IL 60055-0320

SINCABAN-ANGLES, VIRGINIA
5411 SCHLUTER RD.
MONONA, WI 53716

SKINNER, ALEXANDER
C/O MARGARET SKINNER
2215 ETON RIDGE
MADISON, WI 53726

SMARTLINX SOLUTIONS, LLC
333 THORNALL STREET
4TH FLOOR
EDISON, NJ 08876

SMT HEALTH SYSTEMS, INC
1380 LEGION RD.
DETROIT LAKES, MN 56501

SNAPSHOT GROUP, INC.
1300 SE STARK
#215
PORTLAND, OR 97214

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P.O. BOX 791139
BALTIMORE, MD 21279-1139

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LODI, WI 53555

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ST. MARY'S HOSPITAL
PO BOX 505175
ST. LOUIS, MO 63150-5175

STANLEY STEEMER INT.
1057 HAMILTON DR.
HOLLAND, OH 43528

STARBUCKS CORPORATION
P.O. BOX 74008016
CHICAGO, IL 60674-8016

STARPRINTZ, LLC
3881 TIMBER LN.
VERONA, WI 53593

STATE COLLECTION SERVICE
PO BOX 6250
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STATE OF WISCONSIN
ATTN: YVONNE SHERRY
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MADISON, WI 53707-7873

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ESTATE RECOVERY COLLECTIONS
313 BLETNER BOULEVARD
MADISON, WI 53784

STEVENSON, MEGAN
, WI

STORY FIRST MEDIA, LLC
421 N. HIGHPOINT ROAD
MADISON, WI 53717

SUMMIT COMPANIES
1965 MONENTUM PLACE
CHICAGO, IL 60689-5319

SUMMITT COMMERCIAL FITNESS, INC
6376 COPPS AVE
MADISON, WI 53716

T. H. STEMPER CO.
1125 EAST POTTER AVENUE
MILWAUKEE, WI 53207

TAILOR LIVING FEATURING PREMIER GARAGE
7324 WEST OLD SAUK RD.
MIDDLETON, WI 53562

TANK WISE, LLC
6155 PERROT PLACE
MCFARLAND, WI 53558

TAYLOR ENTERPRISES OF WISCONSIN
N8108 MAPLE STREET
PO BOX 345
IXONIA, WI 53036

TEMPERATURE SYSTEMS, INC.
P.O. BOX 8030
MADISON, WI 53708-8030

THE BADGE EXPRESS
1630 WILLIAMS HWY PMB 201
GRANTS PASS, OR 97527

THE BRUCE COMPANY. INC
PO BOX 620330
MIDDLETON, WI 53562-0330

THE GRANITE SHOP OF MADISON LLC
2515 S. STOUGHTON RD.
MADISON, WI 53716

THE NEW YORK TIMES
P. O. BOX 371456
PITTSBURGH, PA 15250-7456

THEISS INTERIOR DESIGN, LTD
740 N. PLANKINTON AVE.
STE. 836
MILWAUKEE, WI 53203

THOMAS STRAND STUDIO LLC
1749 FORD PARKWAY
SAINT PAUL, MN 55116

THYSSE PRINTING SERVICE
281 W. NETHERWOOD ST.
OREGON, WI 53575

TIPLER TRANSFER, INC
905B STEWART STREET
MADISON, WI 53713

TOP PROMOTIONS
8831 S GREENVIEW DRIVE
MIDDLETON, WI 53562

TOTAL ENERGY SYSTEMS, INC
200 S WASHINGTON ST
SUITE 305
GREEN BAY, WI 54301

TRANSIT AUTO INC.
4082B HOEPKER ROAD
MADISON, WI 53704

TRINITY TERRACE
OPERATING
1600 TEXAS ST.
FORT WORTH, TX 76102

UNITED HEALTH CARE
GREENSBORO SERVICE CENTER
P.O. BOX 740800
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UNITED STATES POSTAL SERVICE
215 MARTIN LUTHER KING JR BLVD
MADISON, WI 53703

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CM-9690
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US BANK N.A.
BNF US BANK TRUST NA
, WI

US CELLULAR
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COLLEGE OF BUSINESS - SSS 400C
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EAU CLAIRE, WI 54702

UW FOUNDATION FUND #12581906
UW INSTITUTE ON AGING
2245 MSC 1300 UNIVERSITY AVE.
MADISON, WI 53706

VALLEY FORD TRUCK, INC.
5715 CANAL ROAD
CLEVELAND, OH 44125

VAN GO TAXI LLC
PO BOX 454
WAUNAKEE, WI 53597

VANDERMEUSE, JENNIFER
309 S. OWEN DR.
MADISON, WI 53705

VCTV, INC.
4600 WEST COLLEGE BLVD.
STE. 101
OVERLAND PARK, KS 66211

VERATHON INC
PO BOX 935117
ATLANTA, GA 31193-5117

VESTA TECHNOLOGIES INC.
640 25TH AVENUE NORTH
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WISCONSIN RAPIDS, WI 54495

VIDEO PRO PRODUCTIONS
1193 SOVEREIGN DRIVE
LOVELAND, OH 45140

VITAL SIGNS, INC.
245 HORIZON DR. - 105
VERONA, WI 53593

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P.O. BOX 742547
CINCINNATI, OH 45274-2547

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MISSOULA, MT 59081

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